



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



July 9, 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 18914-D FILED

JUL 16 '02 11-20 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of June 3, 2002, between the following parties:

Assignor: Allfirst Bank
25 S. Charles Street
15th Floor
Baltimore, MD 21201

Assignee: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (29) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 3, 2002, related to twenty-nine (29) railcars bearing reporting marks DJJX 424-430 and DJJX 432-453.

Please file this as a secondary document under the Recordation Number 18914-D, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-C.

The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 17717 which was previously cashed by the Surface Transportation Board as indicated by the enclosed copy of the check. The check was sent to the STB in error without any documents attached for filing. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

RECORDATION NO. 18914-D FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**



This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 3, 2002, by and between **ALLFIRST BANK**, a Maryland state-chartered banking corporation ("Assignor") and **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 14, 1994, as amended June 9, 1997, between The David J. Joseph Company (subsequently DJJ Transportation Services, Inc. and Joseph Transportation Services, Inc.), as Lessor, and Martin Marietta Materials, Inc., as Lessee, (the "Lease"), for thirty (30) (subsequently 29) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated June 26, 1997, by and between DJJ Transportation Services, Inc. (subsequently Joseph Transportation Services, Inc.) ("Seller") and The First National Bank of Maryland (subsequently Allfirst Bank) as evidenced by Surface Transportation Board Recordation No. STB 18914-C dated July 14, 1997.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of July 1, 2002.

ALLFIRST BANK

By: 

Name: Christopher A. Pistell

Title: Vice President

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

Name: Paul G. Jantsch

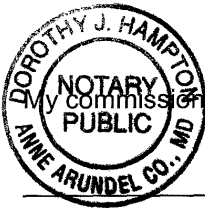
Title: President

STATE OF MARYLAND)
City) SS:
COUNTY OF Baltimore)

On this 14th day of June, 2002, before me the subscriber, Dorothy J. Hampton, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher A. Pistell, to me personally known, who stated and acknowledged that he/she is the Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of June, 2002.

Dorothy J. Hampton
(Notary Signature)

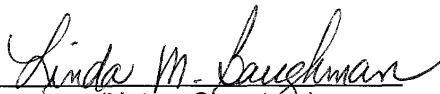


DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

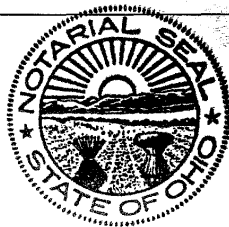
STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 3rd day of June, 2002 before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the President of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of June, 2002.


(Notary Signature)

My commission expires:



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

CARS: Twenty-nine (29) railcars bearing reporting marks:

**DJJX 424-430, INCLUSIVE
DJJX 432-453, INCLUSIVE**

LEASE: Railroad Equipment Lease by and between THE DAVID J. JOSEPH COMPANY (Lessor)(subsequently Joseph Transportation Services, Inc.) and MARTIN MARIETTA MATERIALS, INC. (Lessee) dated as of March 14, 1994, as amended by the parties pursuant to Amendment No. 1 to Railroad Equipment Lease dated as of June 9, 1997.